

EXHIBIT 7

TERMINATION OF PRE-INCORPORATION AGREEMENT


The undersigned, a party to that Pre-Incorporation Agreement between CONTROL DATA CAPITAL CORPORATION and MARCELLUS L. JACOBS and PAUL R. JACOBS for the formation of Jacobs Wind Electric Company (now known as Earth Energy Systems, Inc. and defined in this Agreement as the "Company") dated April 18, 1980 (the "Pre-Incorporation Agreement"), hereby waives and terminates all rights that he may have pursuant to the Pre-Incorporation Agreement, and agrees that the Pre-Incorporation Agreement shall be of no further validity or effect as to him, provided, however, that the "piggyback" registration rights set forth in Section 8.1 of the Pre-Incorporation Agreement shall continue and not be terminated, and further provided, that the Company agrees that such registration rights shall be assignable to any person who purchases shares owned by Jacobs.

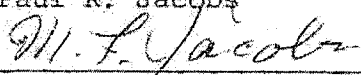
Jacobs and Control Data Capital Corporation each further waive any and all claims which they, or either of them, may have relating to or arising out of an interest as a party to the pre-incorporation, agree that each is estopped from raising any such claims which he or it may have, releases the Company and all other persons of any liability with respect to such claims, and acknowledges that this waiver and release is for the benefit of and is being relied upon by the Company.

The Company waives any and all claims which it may have against Jacobs, or either of them, and Control Data Capital Corporation with respect to any matter arising out of or under the Pre-Incorporation Agreement.

Each of the undersigned acknowledge and stipulate receipt of full and complete consideration for the execution of this agreement and the waiver and release contained herein, such consideration as to Jacobs consisting of the Company's execution and performance of a three (3) year consulting agreement with Jacobs Wind Electric Co., Inc. owned in part by Jacobs.

Dated: May 24, 1985.



Paul R. Jacobs


M. L. Jacobs

EARTH ENERGY SYSTEMS, INC.

By Robert D. Schmidt
Its Chairman & C.E.O.

CONTROL DATA CAPITAL CORPORATION

By Robert R. Burm
Its Vice President